

CHAPMAN AND CUTLER LLP

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June 28, 2007

RECORDATION NO. 19500-J FILED

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

JUN 28 '07 9 00 AM

SURFACE TRANSPORTATION BOARD

Re: Refinancing of 1995 BNSF Railway Company
Leveraged Lease Financing of Equipment (BN 1995-C)

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Trust Indenture Supplement No. 1 (BN 1995-C), dated as of July 2, 2007, between the Wilmington Trust Company, not in its individual capacity, but solely as owner trustee (the "*Owner Trustee*") and Wells Fargo Bank Northwest, National Association, as Indenture Trustee (the "*Indenture Trustee*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (BN 1995-C), dated as of June 15, 1995, between BNSF Railway Company (formerly known as Burlington Northern Railroad Company), as lessee (the "*Lessee*") and Wilmington Trust Company, as Owner Trustee, as Lessor, which was recorded (or a memorandum of which was recorded) with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on June 29, 1995 at 10:05 A.M. under recordation number 19500.

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee:	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, Delaware 19890-0001 Attention: Corporate Trust Administration (BN 1995-C)
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Law Offices of
CHAPMAN AND CUTLER LLP

Indenture Trustee: Wells Fargo Bank Northwest, National Association
299 South Main Street, 12th Floor
MAC: U1228-120
Salt Lake City, Utah 84111
Attention: Corporate Trust Department (BN 1995-C)

The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture Supplement No. 1 consists of 4 SD70M-AC Locomotives, 226 Aluminum Rotary Gondola Coal Cars and 280 Coil Gondola Cars bearing the road numbers and the BNSF or BN reporting marks, all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Trust Indenture Supplement No. 1 (BN 1995-C).

A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson
Michael D. Robson

Enclosures

EXHIBIT A

UNITS

Equipment Description:

Number of Units: four (4)
Model: SD70MAC Locomotives

1995-C

Old Reporting Mark and Road Numbers

New Reporting Mark and Road Numbers

BN	9547	BNSF	9547
BN	9548	BNSF	9548
BN	9549	BNSF	9549
BN	9550	BNSF	9550

Equipment Description:

Number of Units:

Model:

226
Rotary Dump Coal Cars

1995-C

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

BN 535460
through
BN 535699

BNSF 667019
through
BNSF 667258

Casualties

**Old Reporting Mark
and Road Numbers**

**New Reporting Mark
and Road Numbers**

BN 535481
BN 535514
BN 535538
BN 535551
BN 535554
BN 535556
BN 535557
BN 535573
BN 535595
BN 535599
BN 535602
BN 535609
BN 535614
BN 535683

BNSF 667020
BNSF 667073
BNSF 667097
BNSF 667110
BNSF 667113
BNSF 667115
BNSF 667116
BNSF 667132
BNSF 667154
BNSF 667158
BNSF 667161
BNSF 667168
BNSF 667173
BNSF 667242

Equipment Description:

Number of Units:

280

Model:

Coil Steel Gondolas

1995-C

**Old Reporting Mark
and Road Numbers**

BN 686245
through
BN 686532

**New Reporting Mark
and Road Numbers**

BNSF 529101
through
BNSF 529388

Casualties

**Old Reporting Mark
and Road Numbers**

BN 686288
BN 686318
BN 686322
BN 686434
BN 686445
BN 686477
BN 686492
BN 686506

**New Reporting Mark
and Road Numbers**

BNSF 529144
BNSF 529174
BNSF 529178
BNSF 529290
BNSF 529301
BNSF 529333
BNSF 529348
BNSF 529362

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1
(BN 1995-C)**

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of July 2, 2007, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*") under the Amended and Restated Trust Agreement (BN 1995-C) dated as of July 2, 2007 between the Owner Trustee, in its individual capacity and the institution referred to therein as Owner Participant, and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BN 1995-C), dated as of July 2, 2007 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The Owner Trustee has entered into that certain Trust Indenture Supplement No. 1 (BN 1995-C), dated July 2, 2007, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

RECORDATION NO. 19500-J FILED

JUN 28 '07 -9 00 AM

SURFACE TRANSPORTATION BOARD

—

By

Executed on this ____ day of June, 2007.

By

Executed on this ____ day of June, 2007.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By _____
Name:
Title:

Executed on this ____ day of June, 2007.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION, as Indenture Trustee

By  _____
Name: BRANDON MILLS
Title: VICE PRESIDENT

Executed on this ____ day of June, 2007.

STATE OF DELAWARE)
 New Castle SS.:
COUNTY OF ~~WILMINGTON~~)

On this, the 20 day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared J. Christopher Murphy, who being by me duly sworn, says that (s)he is the Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on June 20, 2007 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Bethany J. Taylor
Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

STATE OF UTAH)
) SS.: Bethany J. Taylor
COUNTY OF SALT LAKE) Notary Public - State of Delaware
) My Comm. Expires Oct. 20, 2007

On this, the ____ day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on June ____, 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

STATE OF DELAWARE)
)
COUNTY OF WILMINGTON) SS.:

On this, the ____ day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on June ____, 2007 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

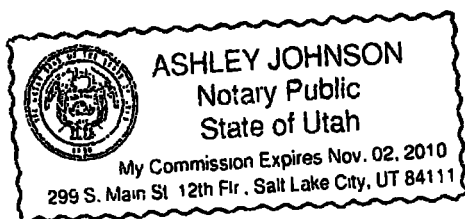
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

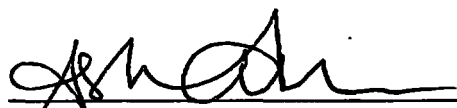
Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF UTAH)
)
COUNTY OF SALT LAKE) SS.:

On this, the ____ day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared BRANDON MILLS, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on June ____, 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.





Name:
Notary Public
My Commission Expires:
Residing in _____

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BN 535551
BN 535554
BN 535556
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BN 535595
BN 535599
BN 535602
BN 535609
BN 535614
BN 535683

BNSF 667020
BNSF 667073
BNSF 667097
BNSF 667110
BNSF 667113
BNSF 667115
BNSF 667116
BNSF 667132
BNSF 667154
BNSF 667158
BNSF 667161
BNSF 667168
BNSF 667173
BNSF 667242

Equipment Description:

Number of Units:

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Coil Steel Gondolas

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through
BNSF 529388

Casualties

**Old Reporting Mark
and Road Numbers**

BN 686288
BN 686318
BN 686322
BN 686434
BN 686445
BN 686477
BN 686492
BN 686506

**New Reporting Mark
and Road Numbers**

BNSF 529144
BNSF 529174
BNSF 529178
BNSF 529290
BNSF 529301
BNSF 529333
BNSF 529348
BNSF 529362

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/28/07



Robert W. Alvord